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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

NAVIGANT CONSULTING, INC., a Delaware corporation,

Case No. 07 CIV 4854 (PKL)

Plaintiff-Counterdefendant,

v.

JESS VARUGHESE, an individual,

Defendant-Counterplaintiff.

**AFFIRMATION OF ROBERT A.
SCHER IN SUPPORT OF
PLAINTIFF-COUNTER
DEFENDANTS' MOTION TO
DISMISS COUNTERCLAIMS**

Robert A. Scher, Esq., an attorney admitted to practice law in the State of New York affirms the following under penalty of perjury:

1. I am a member of the law firm Foley & Lardner LLP, counsel for the plaintiff-counterdefendant in this action. I make this affirmation in support of Navigant Consulting, Inc.'s Motion to Dismiss Counterclaims.

2. Annexed hereto as Exhibit 1 is a true and correct copy of Jess Varughese's Offer of Employment Letter from Navigant Consulting, Inc., which was signed by Jess Varughese on July 15, 2005.

3. Annexed hereto as Exhibit 2 are true and accurate copies of unpublished opinions that are cited to in Navigant Consulting, Inc.'s Motion to Dismiss Counterclaims.

DATED: July 18, 2007
New York, New York

By: /s/ Robert A. Scher
ROBERT A. SCHER